



GlaxoSmithKline

Third Party Code of Conduct

At GlaxoSmithKline, we aim to operate in a way that reflects the highest ethical standards. We operate within a framework of principles, guidelines and policies aligned with ethical, social and environmental responsibilities to maximise the long term sustainability of our business and the communities in which we operate.

Accordingly, GSK strives to conduct business with third parties including complementary workers, contingent workers, contracted staff, temporary workers, suppliers, co-promote entities and other business partners (collectively, “Third Parties”) who share our commitment to high ethical standards and operate in a responsible and ethical manner. GSK is committed to full compliance with the laws, rules, regulations, and GSK principles and policies governing our activities. To reinforce the standards to which we are committed, GSK developed this Third Party Code of Conduct and expects our Third Parties to:

- Integrate, communicate and apply these principles
- Operate in full compliance with all applicable laws, rules, regulations, and GSK principles and policies
- Be aware of cultural differences and the challenges associated with interpreting and applying these Principles globally; understand the methods for meeting these expectations may vary and must be consistent with the laws, values and cultural expectations of the different societies of the world
- Integrate the Principles into a continual improvement approach that advances Third Party performance over time

All employees of Third Parties are required to report suspected violations of law, rules, regulations, and GSK principles and policy either through internal reporting channels or through GSK’s ‘Speak Up’ Integrity Lines as noted below. This includes reporting misconduct by GSK employees with whom you do business as well. Please do not attempt to conduct an investigation yourself. When calling, try to provide specific information regarding the concern, when and where something allegedly occurred, who was involved and any additional information to facilitate GSK’s investigation.

GSK is committed to non-retaliation and will maintain, as appropriate, confidentiality and anonymity with respect to all disclosures.

Concerns or questions may be raised using the Confidential ‘Speak Up’ Integrity Lines (in the United States and Canada at **1-866-GSK-ETHICS**; worldwide numbers are available internally on the [GSK Code of Conduct & Company Policies Resource Centre](#) or externally on [gsk.com](#)), online at [www.gsk.com/integrity](#), or by regular mail at **PO Box 58572, Philadelphia, Pennsylvania 19102** (a secure, off-site post office box).

Ethics

Third Parties shall conduct their business in an ethical manner and act with integrity. The ethics elements include:

1. **Business Integrity, Reputation and Fair Competition**

Corruption, extortion and embezzlement are prohibited. Third Parties shall not pay or accept bribes or participate in other illegal inducements in business or government relationships.

Third Parties should never communicate externally about GSK's prospects, performance or policies nor disclose inside Information which would affect the price of GSK securities without proper authority. Third Parties are forbidden from making any public posting of confidential or proprietary information related to any aspect of GSK's business.

Third Parties shall conduct their business consistent with fair and vigorous competition and in compliance with all applicable anti-trust laws. Third Parties must strictly adhere to the letter and spirit of the Competition laws in all jurisdictions. Third Parties shall employ fair business practices including accurate and truthful advertising.

2. **Marketing and Promotional Practices**

All marketing and promotional materials and activities must conform to high ethical, medical, and scientific standards, and comply with all applicable laws, rules, regulations, and GSK principles and policies. Promotional materials and activities that mention the products or services of non-GSK entities (e.g. GSK competitors) must fairly and accurately represent these products and services.

Interactions with healthcare professionals (HCPs) and healthcare organisations (HCOs) are intended to enhance the practice of medicine and ultimately benefit patients. Interactions should focus on informing HCPs/HCOs about products, providing scientific, medical and educational information, and/or supporting medical research and education. Nothing should be offered or provided to HCPs/HCOs in a way that has an inappropriate influence on prescribing practice or that could be seen as an inducement to prescribe. No financial benefit or benefit-in-kind (including grants, scholarships, subsidies, consulting contracts, educational items or practice-related items) should be provided or offered with the intent of improperly influencing the prescription, purchase, supply, dispensing or administration of medicines or medical devices or for a commitment to continue to do so.

Third Parties interactions with HCPs/HCOs must follow these requirements in order to ensure compliance and to protect GSK's reputation. This includes adherence to applicable ethical codes of practice, local industry codes, and legal and regulatory requirements that apply to interactions with HCPs/HCOs.

3. **Privacy**

Third Parties shall protect the confidentiality and security of Personally Identifiable Information by ensuring implementation of appropriate safeguards. Use and disclosure of Personally



Identifiable Information must be limited to those purposes for which it was received to ensure that individuals' privacy rights are protected.

Labour

Third Parties shall be committed to uphold the human rights of workers and to treat them with dignity and respect. The Labor elements include:

1. **Freely Chosen Employment**

Third Parties shall not use forced, bonded or indentured labor or involuntary prison labor. Employees shall also not be required to lodge papers or deposits on starting work.

2. **Child Labor and Young Workers**

Third Parties shall not use child labor. The employment of young workers below the age of 18 shall only occur in non hazardous work and when young workers are above a country's legal age for employment or the age established for completing compulsory education.

3. **Non-Discrimination and Fair Treatment**

Third Parties shall provide a workplace free of harassment and discrimination. Discrimination for reasons such as race, color, age, gender, sexual orientation, ethnicity, disability, religion, political affiliation, union membership or marital status is not allowed. Third Parties shall provide a workplace free of harsh and inhumane treatment, including any sexual harassment, sexual abuse, corporal punishment, mental or physical coercion or verbal abuses of workers and no threat of any such treatment.

4. **Wages, Benefits and Working Hours**

Third Parties shall pay workers according to applicable wage laws, including minimum wages, overtime hours and mandated benefits. Third Parties shall communicate with the worker the basis on which they are being compensated in a timely manner. Third Parties are also expected to communicate with the worker whether overtime is required and the wages to be paid for such overtime.

5. **Freedom of Association**

Open communication and direct engagement with workers to resolve workplace and compensation issues is encouraged. Third Parties shall respect the rights of workers, as set forth in local laws, to associate freely, join or not join labor unions, seek representation and join workers' councils. Workers shall be able to communicate openly with management regarding working conditions without threat of reprisal, intimidation or harassment.

6. **Pre-Employment Screening**

Third Parties who are hiring people to work with GSK information or business processes must ensure that results from candidate pre-employment or pre-engagement screening processes meet GSK standards before an appointment is confirmed.

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Environment, Health & Safety

Third Parties shall operate in an environmentally responsible and efficient manner to minimise adverse impacts on the environment. Third Parties are encouraged to conserve natural resources, to avoid the use of hazardous materials where possible and to engage in activities that reuse and recycle. The environmental elements include:

1. **Environmental Authorizations**

Third Parties shall comply with all applicable environmental regulations. All required environmental permits, licenses, information registrations and restrictions shall be obtained and their operational and reporting requirements followed.

2. **Waste and Emissions**

Suppliers shall have systems in place to ensure the safe handling, movement, storage, recycling, reuse, or management of waste, air emissions and wastewater discharges. Any waste, wastewater or emissions with the potential to adversely impact human or environmental health shall be appropriately managed, controlled and treated prior to release into the environment.

3. **Spills and Releases**

Suppliers shall have systems in place to prevent and mitigate accidental spills and releases to the environment.

Suppliers shall provide a safe and healthy working environment, including for any company provided living quarters. The Health and Safety elements include:

1. **Worker Protection**

Suppliers shall protect workers from over exposure to chemical, biological, physical hazards and physically demanding tasks in the work place and in any company provided living quarters.

2. **Process Safety**

Suppliers shall have programs in place to prevent or mitigate catastrophic releases of chemicals.

3. **Emergency Preparedness and Response**

Suppliers shall identify and assess emergency situations in the workplace and any company provided living quarters, and to minimise their impact by implementing emergency plans and response procedures.

4. **Hazard Information**

Safety information relating to hazardous materials including pharmaceutical compounds and pharmaceutical intermediate materials shall be available to educate, train and protect workers from hazards.

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Management Systems

Third Parties shall use management systems to facilitate continual improvement and compliance with the expectations of these principles. The management system elements include:

1. **Commitment, Accountability and Risk Management**

Third Parties shall demonstrate commitment to the concepts described in this document by allocating appropriate resources. Third Parties shall have mechanisms to determine and manage risks in all areas addressed by this document.

2. **Legal and Customer Requirements**

Third Parties shall identify and comply with applicable laws, regulations, standards and relevant customer requirements.

3. **Identification of Concerns**

Third Parties shall enable their staff to report concerns or illegal activities in the workplace through formal reporting structures. Third Parties shall investigate reported concerns, and if needed, take corrective action.

4. **Fraud Prevention and Reporting**

Third Parties shall implement robust fraud prevention and reporting programs. Third Parties are required to report to GSK all occurrences of fraud (actual or under investigation) involving GSK business, regardless of materiality.

5. **Non-retaliation**

Third Parties shall adhere to GSK's policy regarding non-retaliation, including the expectation that concerns may be reported without fear of reprisal. GSK will take action, in accordance with local law, against any Third Party who threatens, or engages in retaliation or harassment of any person who has reported, or is considering reporting, a concern in good faith.

6. **Documentation**

Third Parties shall maintain documentation necessary to demonstrate conformance with these expectations and compliance with applicable regulations.

7. **Training and Competency**

Third Parties shall have a training program that achieves an appropriate level of knowledge, skills and abilities in management and workers to address these expectations.

8. **Continual Improvement**

Third Parties are expected to continually improve by setting performance objectives, executing implementation plans and taking necessary corrective actions for deficiencies identified by internal or external assessments, inspections, and management reviews.

9. **Business Continuity**

Third Parties are responsible for the development and implementation of appropriate business continuity plans for operations supporting GSK business. These plans should be designed and

kept current to promptly recover and restore partially or completely interrupted critical functions to minimise disruption to GSK's business and protect GSK's reputation.

GSK Framework of Guidelines and Policies:

In addition to the principles herein, GSK has defined an employee Code of Conduct stating GSK's policy on the fundamental standards to be followed by GSK Staff in their everyday actions on behalf of GSK and to promote honest, legal and ethical conduct. Accordingly, GSK's Third Parties interacting with GSK Staff should understand and comply with GSK's principles regarding conflicts of interest and acceptance of entertainment and gifts as noted below:

Conflicts of Interest

GSK expects all staff to be free from actual or potential conflicts of interest. A conflict of interest occurs whenever the prospect of direct or indirect personal gain may influence or appear to influence your judgment or actions while conducting GSK business.

Acceptance of Entertainment & Gifts

Conducting business may involve occasional business-related entertainment or exchanges of gifts of nominal value. GSK guidelines provide standards and limitations governing the acceptance of entertainment and gifts from any person, organization, or agency related to, or associated with, GSK's business activities. In addition, GSK Procurement employees are subject to additional restrictions on entertainment or gifts from suppliers or potential suppliers.

Expectations

GSK employees may accept entertainment when it is: lawful and ethical, occasional, customary and reasonable in value, and meets a GSK business need or requirement (not just for employee personal well-being or use).

GSK employees should NOT accept travel and overnight accommodations as these are not considered reasonable in value.

GSK employees may generally accept gifts of nominal value (e.g., pens, mugs, calendars, etc.) when such gifts are infrequent and customary in a business relationship.

Except as permitted above, GSK employees (and members of their immediate family) must not accept or solicit, directly or indirectly, from any Third Party of GSK, current or potential, any entertainment or gifts, including but not limited to the following:

- Vacations;
- Cash payments;
- Cash equivalents (e.g., gift certificates or cheques)
- Services;
- Loans (except as private individuals from banks or other financial institutions); *or*
- Discounts (except those offered to GSK Staff generally).



GSK Procurement employees are subject to additional restrictions on entertainment or gifts from Third Parties or potential Third Parties including specific guidance to decline invitations to sporting events, supplier-funded golf events, and return or disposal of even the most nominal holiday gifts.

In all instances, exchange of business entertainment and gifts must not create, or be perceived to create, a conflict of interest with GSK's Values of Transparency and Integrity.

For additional information regarding the principles governing your interactions with GSK, please contact your GSK business partner or GSK Corporate Ethics and Compliance via one of the confidential reporting mechanisms footnoted below.

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